

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known)

Chapter

7☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Biolncept, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 81-0589339

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

7071 Corporate Way, Suite 109
Centerville, OH 45459

Number, Street, City, State & ZIP Code

Montgomery

County

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

Avantor Sciences, Inc.**Attn: Christy Dallavalle****435 Tolbert Lane, SE Leesburg, VA 20175**

Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify:

Debtor **Biolncept, LLC**
Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.5417**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☒ Chapter 7
- ☐ Chapter 9
- ☐ Chapter 11. Check **all** that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

Debtor **Biolncept, LLC**
Name

Case number (if known)

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
- ☒ No
☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor
District

When

Relationship

Case number, if known

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☐ No☒ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

- ☐ It needs to be physically secured or protected from the weather.

- ☒ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other

Avantor Sciences, Inc.
435 Tolbert Lane, SE
Leesburg, VA 20175

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

☒ No☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☐ Funds will be available for distribution to unsecured creditors.
- ☒ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000

15. Estimated Assets

☒ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor

Biolncept, LLC

Name

Case number (if known)

16. Estimated liabilities☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor

Biolncept, LLC

Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **April 25, 2023**

MM / DD / YYYY

X /s/ Steven Sloate

Signature of authorized representative of debtor

Steven Sloate

Printed name

Title **Director**

18. Signature of attorney

X /s/ Christopher A. Ward

Signature of attorney for debtor

Date **April 25, 2023**

MM / DD / YYYY

Christopher A. Ward

Printed name

Polsinelli PC

Firm name

222 Delaware Avenue

Suite 1101

Wilmington, DE 19801

Number, Street, City, State & ZIP Code

Contact phone **(302) 252-0920**

Email address **cward@polsinelli.com**

3877 DE

Bar number and State

**RESOLUTION OF
THE BOARD OF DIRECTORS OF
BIOINCEPT, LLC**

The Directors of BioIncept LLC, a Delaware limited liability company (the “Company”), having held a meeting of the Directors on this 31st day of March, 2023 in accordance with the Company’s Seventh Amended and Restated Operating Agreement, have resolved as follows:

WHEREAS, the Directors, after expensing significant resources, time and effort, do not see an economically viable path forward for the Company;

WHEREAS, the Company does not have operational capital or investor funding available to manage its operations or satisfy its debts to creditors; and

WHEREAS, the Directors have determined that it is in the best interest of the Company’s shareholders to file a voluntary petition in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) pursuant to Chapter 7 to liquidate the assets of the Company for the satisfaction of creditors.

NOW THEREFORE, the Board of Directors of the Company hereby resolve as follows:

RESOLVED, that the Company shall prepare and file a petition in the Bankruptcy Court pursuant to Chapter 7.

RESOLVED, that the Company hereby appoints Director Steven Sloate and Director Barton O’Brien to confer with the trustee assigned by the Bankruptcy Court to provide any information and to make any decisions that may be required on behalf of the Company during the pendency of the case in Bankruptcy Court.

RESOLVED, that the Company shall take any actions necessary to wind up the business of the Company.

RESOLVED, the Directors and Officers may take any further actions consistent with this Resolution in furtherance of the transactions approved herein.

All Directors being present, following an opportunity for discussion on the foregoing Resolution, Steven Sloate moved to adopt this Resolution; and Barton O’Brien seconded that Motion.

Barton O’Brien, Steven Sloate, and Eytan Barnea voted affirmatively to adopt this Resolution. Douglas Prince abstained from voting on the Resolution. By a vote of 3-0, the Resolution is so adopted.

This Resolution shall be recorded with the Minutes of the Company.

/s/ Douglas Prince

By: Douglas Prince, Secretary

B2030 (Form 2030) (12/15)

United States Bankruptcy Court
District of Delaware

In re **Biolncept, LLC**

Debtor(s)

Case No.

Chapter

7

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$	25,000.00
Prior to the filing of this statement I have received	\$	25,000.00
Balance Due	\$	0.00

2. The source of the compensation paid to me was:

☒ Debtor ☐ Other (specify):

3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify):

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

April 25, 2023

Date

/s/ Christopher A. Ward

Christopher A. Ward

Signature of Attorney

Polsinelli PC

222 Delaware Avenue

Suite 1101

Wilmington, DE 19801

(302) 252-0920 Fax: (302) 252-0921

cward@polsinelli.com

Name of law firm

Fill in this information to identify the case:Debtor name **Biolncept, LLC**United States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) _____

☐ Check if this is an amended filingOfficial Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **April 25, 2023****X /s/ Steven Sloate**_____
Signature of individual signing on behalf of debtor**Steven Sloate**_____
Printed name**Director**_____
Position or relationship to debtor

Fill in this information to identify the case:Debtor name **Biolncept, LLC**United States Bankruptcy Court for the: **DISTRICT OF DELAWARE**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals****12/15****Part 1: Summary of Assets****1. Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)**1a. Real property:**Copy line 88 from *Schedule A/B*..... \$ **0.00****1b. Total personal property:**Copy line 91A from *Schedule A/B*..... \$ **2,400.07****1c. Total of all property:**Copy line 92 from *Schedule A/B*..... \$ **2,400.07****Part 2: Summary of Liabilities****2. Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*..... \$ **0.00****3. Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)**3a. Total claim amounts of priority unsecured claims:**Copy the total claims from Part 1 from line 5a of *Schedule E/F*..... \$ **0.00****3b. Total amount of claims of nonpriority amount of unsecured claims:**Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*..... +\$ **3,183,727.94****4. Total liabilities**
Lines 2 + 3a + 3b\$ **3,183,727.94**

Fill in this information to identify the case:Debtor name **Biolncept, LLC**United States Bankruptcy Court for the: **DISTRICT OF DELAWARE**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206A/B
Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**

- ☐ No. Go to Part 2.
☒ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor**Current value of debtor's interest****2. Cash on hand****\$0.00****3. Checking, savings, money market, or financial brokerage accounts (Identify all)**

Name of institution (bank or brokerage firm)

Type of account

Last 4 digits of account number

3.1. **Chase Bank****Checking****5902****\$1,191.00**3.2. **Chase Bank****Checking****1866****\$448.91****4. Other cash equivalents (Identify all)**4.1. **None****\$0.00****5. Total of Part 1.**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$1,639.91**Part 2: Deposits and Prepayments****6. Does the debtor have any deposits or prepayments?**

- ☒ No. Go to Part 3.
☐ Yes Fill in the information below.

Debtor **BioIncept, LLC**
Name

Case number (If known)

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

- ☒ No. Go to Part 4.
☐ Yes Fill in the information below.

Part 4: Investments

13. Does the debtor own any investments?

- ☒ No. Go to Part 5.
☐ Yes Fill in the information below.

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

- ☐ No. Go to Part 6.
☒ Yes Fill in the information below.

	General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19.	Raw materials Synthetic Molecule (sPIF)	Unknown	\$0.00	Fair Market Value	\$0.00

20. Work in progress

21. Finished goods, including goods held for resale

22. Other inventory or supplies

23. Total of Part 5.

Add lines 19 through 22. Copy the total to line 84.

\$0.00

24. Is any of the property listed in Part 5 perishable?

- ☐ No
☒ Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

☒ No☐ Yes. Book value Valuation method Current Value

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- ☒ No
☐ Yes

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- ☒ No. Go to Part 7.
☐ Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- ☐ No. Go to Part 8.

Debtor **BioIncept, LLC**
Name

Case number (If known)

☒ Yes Fill in the information below.

	General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39.	Office furniture			
40.	Office fixtures			
41.	Office equipment, including all computer equipment and communication systems equipment and software Computer: Microsoft Surface Go2	\$0.00		\$475.19
	LG Monitors (2), Logitech Mouse and Keyboard	\$0.00		\$284.97

42. **Collectibles** *Examples:* Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles43. **Total of Part 7.**

Add lines 39 through 42. Copy the total to line 86.

\$760.1644. **Is a depreciation schedule available for any of the property listed in Part 7?**☐ No☒ Yes45. **Has any of the property listed in Part 7 been appraised by a professional within the last year?**☒ No☐ Yes**Part 8: Machinery, equipment, and vehicles**46. **Does the debtor own or lease any machinery, equipment, or vehicles?**☒ No. Go to Part 9.☐ Yes Fill in the information below.**Part 9: Real property**54. **Does the debtor own or lease any real property?**☒ No. Go to Part 10.☐ Yes Fill in the information below.**Part 10: Intangibles and intellectual property**59. **Does the debtor have any interests in intangibles or intellectual property?**☐ No. Go to Part 11.☒ Yes Fill in the information below.

	General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60.	Patents, copyrights, trademarks, and trade secrets Patents (IP)	\$0.00	Fair Market Value	\$0.00

Debtor **BiolNcept, LLC**
Name

Case number (If known) _____

61. **Internet domain names and websites**
62. **Licenses, franchises, and royalties**
63. **Customer lists, mailing lists, or other compilations**
64. **Other intangibles, or intellectual property**
65. **Goodwill**

66. **Total of Part 10.**

Add lines 60 through 65. Copy the total to line 89.

\$0.0067. **Do your lists or records include personally identifiable information of customers** (as defined in 11 U.S.C. §§ 101(41A) and 107?

- ☒ No
- ☐ Yes

68. **Is there an amortization or other similar schedule available for any of the property listed in Part 10?**

- ☒ No
- ☐ Yes

69. **Has any of the property listed in Part 10 been appraised by a professional within the last year?**

- ☒ No
- ☐ Yes

Part 11: All other assets70. **Does the debtor own any other assets that have not yet been reported on this form?**

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☐ No. Go to Part 12.
- ☒ Yes Fill in the information below.

**Current value of
debtor's interest**

71. **Notes receivable**
Description (include name of obligor)
72. **Tax refunds and unused net operating losses (NOLs)**
Description (for example, federal, state, local)
73. **Interests in insurance policies or annuities**
74. **Causes of action against third parties (whether or not a lawsuit has been filed)**
Treehill Partners: For deceptive business practices and non-performance of contract terms and obligations.
Nature of claim
Amount requested

Unknown**Unknown**

Troutman-Pepper Law Firm: In their role as BiolNcept corporate counsel for recommending a client (Treehill Partners) to BiolNcept (conflict of interest), not performing due diligence on Treehill, writing, agreeing to and encouraging the BiolNcept Directors to vote for a contract with Treehill that was very biased against BiolNcept and ultimately led to financial collapse of BiolNcept

Nature of claim

Amount requested

Unknown**Unknown**

Debtor **BioIncept, LLC**
Name

Case number (If known) _____

75. **Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims**

76. **Trusts, equitable or future interests in property**

77. **Other property of any kind not already listed** *Examples: Season tickets, country club membership*

78. **Total of Part 11.**

Add lines 71 through 77. Copy the total to line 90.

\$0.00

79. **Has any of the property listed in Part 11 been appraised by a professional within the last year?**

☒ No

☐ Yes

Debtor **BioIncept, LLC**
Name

Case number (If known)

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	\$1,639.91	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$0.00	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$0.00	
83. Investments. <i>Copy line 17, Part 4.</i>	\$0.00	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$0.00	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$0.00	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$760.16	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$0.00	
88. Real property. <i>Copy line 56, Part 9.....></i>		\$0.00
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$0.00	
90. All other assets. <i>Copy line 78, Part 11.</i>	\$0.00	
91. Total. Add lines 80 through 90 for each column	\$2,400.07	\$0.00
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		\$2,400.07

Fill in this information to identify the case:

Debtor name **Biolncept, LLC**

United States Bankruptcy Court for the: **DISTRICT OF DELAWARE**

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☒ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☐ Yes. Fill in all of the information below.

Fill in this information to identify the case:Debtor name **Biolncept, LLC**United States Bankruptcy Court for the: **DISTRICT OF DELAWARE**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

☒ No. Go to Part 2.☐ Yes. Go to line 2.**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim	
3.1	Nonpriority creditor's name and mailing address Avantor Sciences, Inc. 435 Tolbert Lane, SE Leesburg, VA 20175 Date(s) debt was incurred <u>2022-2023</u> Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Storage of Synthetic Molecule</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$3,750.00
3.2	Nonpriority creditor's name and mailing address Ballard Spahr 1735 Market Street 51st Floor Philadelphia, PA 19103-7599 Date(s) debt was incurred <u>2018-2021?</u> Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Legal Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$413,308.00
3.3	Nonpriority creditor's name and mailing address Cheryl Gross 189 El Camino Corto Walnut Creek, CA 94596 Date(s) debt was incurred <u>5/26/2020</u> Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$59,806.85
3.4	Nonpriority creditor's name and mailing address Dale Denning 1633 Alvamar Drive Lawrence, KS 66047-1715 Date(s) debt was incurred <u>7/8/2020</u> Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$118,314.86

Debtor	Name	Case number (if known)
Debtor	Biolncept, LLC	
3.5	Nonpriority creditor's name and mailing address Dr. Douglas Prince 5496 Winding Cape Way Mason, OH 45040 Date(s) debt was incurred <u>Jan-Mar, 2023</u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$75,000.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Notes</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.6	Nonpriority creditor's name and mailing address Electra Energy Company 1777 S. Harrison Street PH1 Denver, CO 80210 Date(s) debt was incurred <u>7/17/2020</u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$295,107.53 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.7	Nonpriority creditor's name and mailing address Eytan Barnea 140 East 40th Street Unit 11C New York, NY 10016 Date(s) debt was incurred <u>2021-2022</u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$20,163.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>CSO for HIE government grant</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.8	Nonpriority creditor's name and mailing address George W. Frank, Jr. 7817 SE Loblolly Bay Drive Hobe Sound, FL 33455 Date(s) debt was incurred <u>6/18/2020</u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$59,459.49 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.9	Nonpriority creditor's name and mailing address Julia D. Corelli 835 Westview Street Philadelphia, PA 19119 Date(s) debt was incurred <u>9/2/2020</u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$116,623.36 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.10	Nonpriority creditor's name and mailing address Ken Young PO Box 215 Bland, VA 24315 Date(s) debt was incurred <u>7/9/2020</u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$118,284.66 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.11	Nonpriority creditor's name and mailing address Luis Nieves 1174 Monticello Road Napa, CA 94558 Date(s) debt was incurred <u>4/22/2020</u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$48,256.27 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Note</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

Debtor **BioIncept, LLC**
Name

Case number (if known)

3.12 Nonpriority creditor's name and mailing address

Rawah Partners, LLC
1777 S. Harrison Street
PH1
Denver, CO 80210Date(s) debt was incurred 4/22/2020

Last 4 digits of account number _

As of the petition filing date, the claim is: *Check all that apply.*

- ☐
- Contingent
-
- ☐
- Unliquidated
-
- ☐
- Disputed

Basis for the claim: NoteIs the claim subject to offset? ☒ No ☐ Yes\$301,601.71

3.13 Nonpriority creditor's name and mailing address

Rawah Partners, LLC
1777 S. Harrison Street
PH1
Denver, CO 80210Date(s) debt was incurred 7/22/2020

Last 4 digits of account number _

As of the petition filing date, the claim is: *Check all that apply.*

- ☐
- Contingent
-
- ☐
- Unliquidated
-
- ☐
- Disputed

Basis for the claim: NoteIs the claim subject to offset? ☒ No ☐ Yes\$28,069.52

3.14 Nonpriority creditor's name and mailing address

Treehill Partners
c/o Anderson Ross
35 Beaufort Street
Admirals Way
South Key, London, UKDate(s) debt was incurred 7/21/2021

Last 4 digits of account number _

As of the petition filing date, the claim is: *Check all that apply.*

- ☒
- Contingent
-
- ☒
- Unliquidated
-
- ☒
- Disputed

Basis for the claim: Consulting ServicesIs the claim subject to offset? ☒ No ☐ Yes\$1,082,080.00

3.15 Nonpriority creditor's name and mailing address

Troutman Pepper
3000 Two Logan Square
Eighteenth & Arch Streets
Philadelphia, PA 19103Date(s) debt was incurred Prior to 2021

Last 4 digits of account number _

As of the petition filing date, the claim is: *Check all that apply.*

- ☒
- Contingent
-
- ☒
- Unliquidated
-
- ☒
- Disputed

Basis for the claim: Legal ServicesIs the claim subject to offset? ☒ No ☐ Yes\$408,748.43

3.16 Nonpriority creditor's name and mailing address

Ulmer and Berne LLP
1660 West 2nd Street
Suite 1100
Cleveland, OH 44113-1406Date(s) debt was incurred Jan-Feb, 2023

Last 4 digits of account number _

As of the petition filing date, the claim is: *Check all that apply.*

- ☐
- Contingent
-
- ☐
- Unliquidated
-
- ☐
- Disputed

Basis for the claim: Legal ServicesIs the claim subject to offset? ☒ No ☐ Yes\$35,154.26**Part 3: List Others to Be Notified About Unsecured Claims**

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address

On which line in Part 1 or Part 2 is the
related creditor (if any) listed?Last 4 digits of
account number, if
any**Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims**

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

5b. Total claims from Part 2

5c. Total of Parts 1 and 2

Lines 5a + 5b = 5c.

Total of claim amounts

5a. \$ 0.005b. + \$ 3,183,727.945c. \$ 3,183,727.94

Debtor

Biolncept, LLC

Name

Case number (if known)

Fill in this information to identify the case:Debtor name **Biolncept, LLC**United States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206G****Schedule G: Executory Contracts and Unexpired Leases**

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.**1. Does the debtor have any executory contracts or unexpired leases?**☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal* (Official Form 206A/B). *Property***2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**2.1. State what the contract or lease is for and the nature of the debtor's interest **Contract for research and development services**State the term remaining **Terminated 7/21/2021**

List the contract number of any government contract _____

**Treehill Partners
35 Beaufort Street
Admirals Way
South Key, London E149XL, UK**

Fill in this information to identify the case:Debtor name Biolncept, LLCUnited States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206H
Schedule H: Your Codebtors****12/15**

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

- ☒ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
- ☐ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

*Column 1: Codebtor**Column 2: Creditor***Name****Mailing Address****Name***Check all schedules that apply:*

2.1

Street

City

State

Zip Code

☐ D
☐ E/F
☐ G

2.2

Street

City

State

Zip Code

☐ D
☐ E/F
☐ G

2.3

Street

City

State

Zip Code

☐ D
☐ E/F
☐ G

2.4

Street

City

State

Zip Code

☐ D
☐ E/F
☐ G

Fill in this information to identify the case:Debtor name Biolncept, LLCUnited States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 207****Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**

04/22

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income**1. Gross revenue from business**☐ None.

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

From the beginning of the fiscal year to filing date:

From 1/01/2023 to Filing Date

Sources of revenue
Check all that apply

☐ Operating a business☒ Other N/A

Gross revenue
(before deductions and exclusions)

\$0.00

For prior year:

From 1/01/2022 to 12/31/2022

☐ Operating a business☒ Other Government Grant Proceeds\$183,511.00

For year before that:

From 1/01/2021 to 12/31/2021

☐ Operating a business☒ Other Government Grant Proceeds\$60,216.00**2. Non-business revenue**

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☐ None.

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

From the beginning of the fiscal year to filing date:

From 1/01/2023 to Filing Date

Loans from Douglas Prince\$75,000.00

For prior year:

From 1/01/2022 to 12/31/2022

N/A\$0.00

For year before that:

From 1/01/2021 to 12/31/2021

Credit Card "Rewards"\$2,480.00**Part 2: List Certain Transfers Made Before Filing for Bankruptcy**

Debtor **Biolncept, LLC**

Case number (if known) _____

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers--including expense reimbursements--to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None.

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. Carleton Insurance Agency	1/11/2023	\$16,554.75	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other Insurance
3.2. Polsinelli PC 222 Delaware Avenue Suite 1101 Wilmington, DE 19801	2/10/2023 3/7/2023 3/31/2023	\$32,964.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other ____
3.3. Prince Enterprises	1/10/2023 2/10/2023	\$10,400.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other ____
3.4. University of Miami	2/28/2023	\$15,556.86	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input checked="" type="checkbox"/> Other ____
3.5. Baratz & Associates	2/28/2023 2/28/2023 3/6/2023 4/14/2023	\$19,595.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input checked="" type="checkbox"/> Services <input type="checkbox"/> Other ____

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.1. Brian Foster 9 Bluewater Hill South Westport, CT 06880 Former CEO	November 2022	\$115,000.00	Settlement of Contract Dispute

Debtor **Biolncept, LLC**

Case number (if known)

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☐ None

Creditor's name and address	Describe of the Property	Date	Value of property
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6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☐ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
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Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
---------------------------	----------------	------------------------------------	----------------

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☐ None
Part 4: Certain Gifts and Charitable Contributions**9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**
☐ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
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Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**
☐ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss	Dates of loss	Value of property lost
	If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).		

Part 6: Certain Payments or Transfers**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

Debtor **Biolncept, LLC**

Case number (if known)

☐ None.

	Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1.	Polsinelli PC 222 Delaware Avenue Suite 1101 Wilmington, DE 19801		March 2023	\$25,000.00
	Email or website address cward@polsinelli.com			
	Who made the payment, if not debtor? Debtor			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
-------------------------	-----------------------------------	---------------------------	-----------------------

13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None.

Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
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Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply

	Address	Dates of occupancy From-To
14.1.	140 E. 40th Street Suite 11C New York, NY 10016-1701	9/2021 - Present
14.2.	WeWork Tower 49 12 East 49th Street New York, NY 10017	3/2021 - 9/2021
14.3.	WeWork 575 Fifth Avenue New York, NY 10017	4/2019 - 3/2021
14.4.	Thrive, Inc. 7071 Corporate Way Suite 109 Dayton, OH 45459	9/2021 - Present

Debtor **Biolncept, LLC**

Case number (if known) _____

Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☒ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

Facility name and address

Nature of the business operation, including type of services the debtor provides

If debtor provides meals and housing, number of patients in debtor's care

Part 9: Personally Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?**

- ☒ No.
- ☐ Yes. State the nature of the information collected and retained.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☐ No. Go to Part 10.
- ☒ Yes. Does the debtor serve as plan administrator?

☐ No Go to Part 10.☒ Yes. Fill in below:

Name of plan

Unknown

Employer identification number of the plan

EIN: **Unknown**

Has the plan been terminated?

- ☐ No
- ☒ Yes

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

Financial Institution name and Address

Last 4 digits of account number

Type of account or instrument

Date account was closed, sold, moved, or transferred

Last balance before closing or transfer

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address

Names of anyone with access to it
Address

Description of the contents

Does debtor still have it?

Debtor **Biolncept, LLC**

Case number (if known)

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☐ None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
Avantor Sciences, Inc. 435 Tolbert Lane, SE Leesburg, VA 20175	Douglas Prince Eytan Barnea	Synthetic Molecule (sPIF)	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None
Part 12: Details About Environment Information

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- ☒ No.
☐ Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
---------------------------	----------------------------------	--------------------	----------------

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
-----------------------	------------------------------------	-----------------------------	----------------

24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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Part 13: Details About the Debtor's Business or Connections to Any Business**25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

Debtor **Biolncept, LLC**

Case number (if known) _____

☐ None

Business name address		Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1. Excondo Health		Diagnostic Test Investigation	Dates business existed EIN: 85-4079239 From-To 2017 - 2021
25.2. Biolncept RX LLC		None known	EIN: 81-4733439 From-To unknown - 2021
25.3. Biolncept Equity, LLC		None known	EIN: 81-4357142 From-To
25.4. Regeneration RX Therapeutics LLC		None known	EIN: From-To Unknown - 2021

26. **Books, records, and financial statements**

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and address		Date of service From-To
26a.1. Amy Carter 11 Lippincott Avenue Voorhees, NJ 08043		pre 1/1/2021 - 8/2021
26a.2. Kayleigh Crammer Thrive Accounting 7071 Corporate Way Suite 109 Dayton, OH 45459		8/2021 - Present

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

Name and address		Date of service From-To
26b.1. John Fekete Baratz and Associates 48 Eves Drive Suite 100 Marlton, NJ 08053		2015 - Current

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Debtor **Biolncept, LLC**

Case number (if known) _____

Name and address**If any books of account and records are unavailable, explain why**

26c.1. **Kayleigh Crawmer**
Thrive Accounting
7071 Corporate Way
Suite 109
Dayton, OH 45459

26c.2. **John Fekete**
Baratz and Associates
48 Eves Drive
Suite 100
Marlton, NJ 08053

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☒ None

Name and address**27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No

☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory

Date of inventory

The dollar amount and basis (cost, market, or other basis) of each inventory

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Eytan Barnea	7071 Corporate Way Suite 109 Centerville, OH 45459	Director, Shareholder, Founder	10.7430%
Name	Address	Position and nature of any interest	% of interest, if any
Bart O'Brien	7071 Corporate Way Suite 109 Centerville, OH 45459	Director, Shareholder	3.8305%
Name	Address	Position and nature of any interest	% of interest, if any
Douglas Prince	7071 Corporate Way Suite 109 Centerville, OH 45459	Director, Shareholder	19.3774%
Name	Address	Position and nature of any interest	% of interest, if any
Steve Sloate	7071 Corporate Way Suite 109 Centerville, OH 45459	Director, Shareholder	0.7429%

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

☒ No

☐ Yes. Identify below.

30. Payments, distributions, or withdrawals credited or given to insiders

Debtor **Biolncept, LLC**

Case number (if known)

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☐ No
☒ Yes. Identify below.

	Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1	Brian Foster 9 Bluewater Hill South Westport, CT 06880	\$115,000.00	November 2022	Settlement of Contract Dispute
	Relationship to debtor Former CEO (August, 2021)			

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☒ No
☐ Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
--------------------------------	--

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☐ No
☒ Yes. Identify below.

Name of the pension fund	Employer Identification number of the pension fund
Unknown - Last Contribution in 2017 of \$103,255.00	EIN: Unknown

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **April 25, 2023**

/s/ Steven Sloate
Signature of individual signing on behalf of the debtor

Steven Sloate
Printed name

Position or relationship to debtor **Director**

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- ☒ No
☐ Yes

**United States Bankruptcy Court
District of Delaware**

In re **Biolncept, LLC**

Debtor(s)

Case No.

Chapter

7

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Biolncept, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Barnea Project, LLC

Prince Family, LLC

☐ None [*Check if applicable*]

April 25, 2023

Date

/s/ Christopher A. Ward

Christopher A. Ward

Signature of Attorney or Litigant

Counsel for **Biolncept, LLC**

Polsinelli PC

222 Delaware Avenue

Suite 1101

Wilmington, DE 19801

(302) 252-0920 Fax:(302) 252-0921

cward@polsinelli.com

**United States Bankruptcy Court
District of Delaware**

In re **Biolncept, LLC**

Debtor(s)

Case No.

Chapter

7

VERIFICATION OF CREDITOR MATRIX

I, the Director of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **April 25, 2023**

/s/ Steven Sloate

Steven Sloate/Director

Signer/Title

Aaron Prince
2801 Valley Rd.
Nashville, TN 37215

Advanced Technology Solutions
800 Black Horse Pike, Unit 2
Glendora, NJ 08029

Affinity Life Sciences, Inc.
10 Columbus Drive
Amherst, NH 03031

Agile Premium Finance
P.O. Box 549
Newark, NJ 07101-0549

Allsafe IT Corp
7083 Hollywood Blvd, Floor 5
Los Angeles, CA 90025

Amy Carter
11 Lippincott Avenue
Voorhees, NJ 08043

Ballard Spahr LLP
1735 Market Street, 51 Floor
Philadelphia, PA 19103

Baratz & Associates
7 Eves Drive, Suite 100
Marlton, NJ 08053

Bernard Cosmi
8 Wellington Court
Medford, NJ 08055

Biosensor Tools
1588 E. Connecticut Drive
Salt Lake City, UT 84103

BioSynthesis
Accounts Receivable
P.O. Box 28
Lewisville, TX 75067-0028

Biotechnology Innovation
15100 W 67th Street, Suite 201
Shawnee, KS 66217

C1 Food Hall

Carleton Insurance Agency
383 Kings Highway N.
Cherry Hill, NJ 08034

CBI Winzip
PO Box 540
Mansfield, CT 06268

Cedar Street Capital LLC
420 Lexington Ave
3rd Floor
New York, NY 10170

Center for Reproductive Services
2 Batterson Park Road
Farmington, CT 06032

Citrix Systems
851 West Cypress Creek Road
Fort Lauderdale, FL 33309

Cornell Container
PO Box 512
Mundelein, IL 60060

Creative Regulatory Solutions LLC
14 Edinburgh Drive
Randolph, NJ 07869

CT Corporation
P.O. Box 4349
Carol Stream, IL 60197-4349

Cusp PharmaTech Consultants
10 Rogers Street, Unit 906
Cambridge, MA 02142

Dana C Hilt MD
668 Partridge Cove Road
Lamaine, ME 04605

Dawn Kelk
34 Old Mill Road
Weston, CT 06883

Delaware Corp and Tax
820 N. French Street
Wilmington, DE 19801

DFIN
Donnelley Financial Solutions
138 Cheapside
London, EC2V 6BJ

Dr. Douglas Prince
5496 Winding Cape Way
Mason, OH 45040

Dr. James Essell
1927 Riverside Drive
Cincinnati, OH 45202

DRL Pharmaceutical Consulting LLC
27 N Niantic Drive
Charlestown, RI 02813

EFM Consulting, LLC
4680 Eastport Landing Drive
Little River, SC 29566

Epiq eDiscovery Solutions Inc
PO Box 120250
Dept 0250
Dallas, TX 75312-0250

Avantor Sciences, Inc.
435 Tolbert Lane, SE
Leesburg, VA, 20175

ExonBio LLC
6440 Lusk Blvd
Suite D 110
San Diego, CA 92121

Eytan Barnea
140 East 40th Street, Unit 11C
New York, NY 10016

Fa. Dr. Michael Lutz Consulting

FedEx
PO Box 94515
Palatine, IL 60094-4515

FedEx on Account
PO Box 371461
Pittsburgh, PA 15250-7461

Fishers Science

Grace Bio Labs
1015 SW Emkay Drive
Bend, OR 97702

Grady Barnes
1320 Powis Road
1320 Powis Road
St. Augustine, FL 32095

HASPS
One Logan Square
27th Floor
Philadelphia, PA 19103-6933

JDH Clinical Trial Consultants

Joseph Albanese
Yale Health, 5th Floor
1 Church Street
New Haven,
New Haven, CT 06510

Landmark

M Burr Keim Company
2021 Arch St.
Philadelphia, PA 19103-1491

MFX, Inc
14 Forest Avenue
Caldwell, NJ 07006

Nicholas Dainiak, MD
P.O. Box 1097
Cheshire, CT 06410

Pepper Hamilton, LLC
3000 Two Logan Square
Eighteenth & Arch Streets
Attn: Julia Corelli
Philadelphia, PA 19103-2799

PHS Corporate Services, Inc.
1313 Market Street, Suite 5100
Wilmington, DE 19801

Piramal
Piramal Pharma Solutions
1500 Bull Lea Road, Suite 250
Lexington, KY 40511

Polsinelli PC
PO Box 878681
Kansas City, MO 64187

PolyPeptide Laboratories
9395 Cabot Drive
San Diego, CA 92126

Prince Enterprises
5496 Winding Cape Way
Mason, OH 45040

Promigen Life Sciences, LLC
2753 Curtiss Street
Downers Grove, IL 60515

Radiance Diagnostics
1240 Iroquois Avenue
Suite 300
Naperville, Illinois 60563

RTM Communications
360 Route 101
#9 PTP
Bedford, NH 03110

Senior Finance LLC
4515 North Barwick Ranch Circle
Delray Beach, FL 33445

Sherry Lemonick
421 Chestnut Street, Suite 302
Philadelphia, PA 19106

Sino Biological
1400 Liberty Ridge Drive, Suite 101
Wayne, PA 19087

State of New Jersey
Division of Labor & Workforce Development
P.O. Box 929
Div. of Employer Accounts
Trenton, NJ 08646-0929

State of New York
NYS Department of Labor
Building 12
W.A. Harriman Campus
Albany, NY 12226

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10 Charlecote Mews, Staple Gardens
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Cincinnati, OH 45242

Troutman Pepper
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Eighteenth & Arch Streets
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Cleveland, OH 45194

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Baltimore, MD 21201

University of Miami
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Atlanta, GA 30384-5803

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Ocala, FL 34478-3565

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475 L'Enfant Plaza SW
Washington, DC 20260-0010

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Auckland 1446

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7817 SE Loblolly Bay Drive
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Gross, Cheryl
189 El Camino Corto
Walnut Creek, CA 94596

Nieves, Luis
1174 Monticello Road
Napa, CA 94558

Rawah Partners, LLC
1777 S. Harrison Street, PH1
Denver, CO 80210

Young, Ken
PO Box 215
Bland, VA 24315